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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
STOP
CERTIFICATE OF INCORPORATION
OF

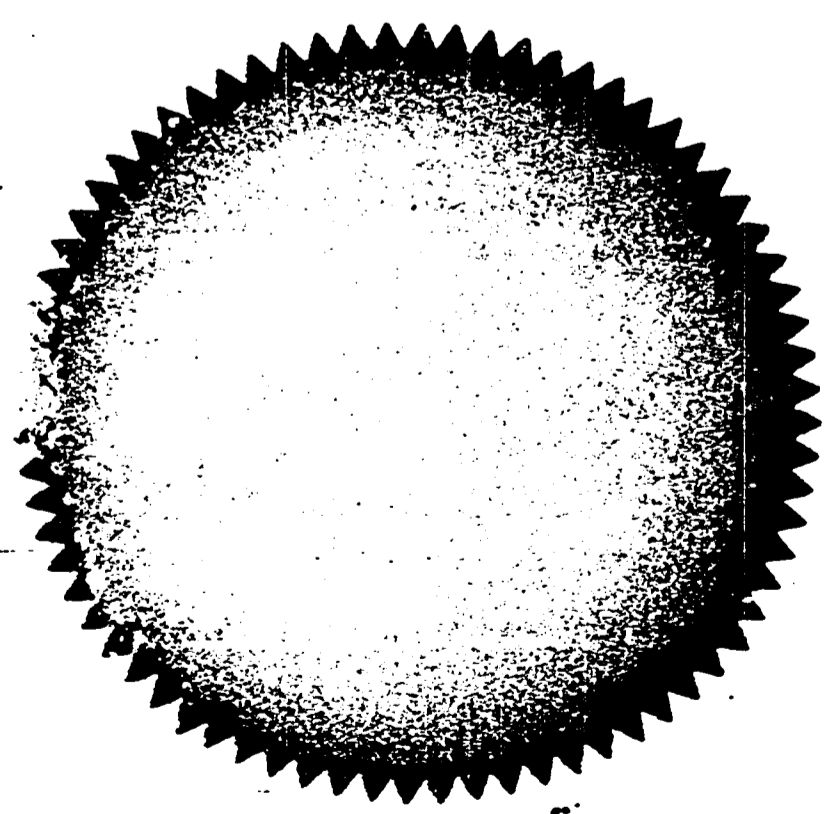
STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
MAY 22 9 30 AM '69
ANDREW J. MICHENKO
RECORDER

SOUTH COUNTY MEDICAL CORPORATION



I, William N. Salin, Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in triplicate by the incorporators, and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the triplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that two copies of such Articles bearing the endorsement of my approval and filing have been returned by me to the incorporators or their representatives; all as prescribed by the provisions of the Medical Professional Corporation Act.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis this 19th day of May, 19 69

William N. Salin
WILLIAM N. SALIN, Secretary of State

By _____ Deputy

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APPROVED
FILED
MAY 19 1969

William H. Selin
SECRETARY OF STATE INDIANA

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Corporate Form No. 1 (Sept. 1967) — Page One

ARTICLES OF INCORPORATION

Prescribed by the Secretary of State of Indiana
Use White Paper—Size 8 1/2 x 11 Inches

Filing Requirements—Present 3 Executed Copies to Secretary of State.

Recording Requirements—Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

ARTICLES OF INCORPORATION

OF

SOUTH COUNTY MEDICAL CORPORATION



The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana General Corporation Act, 1963 Medical Professional Corporation Act (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is SOUTH COUNTY MEDICAL CORPORATION

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

1. To render professional medical services.
2. To sue and to be sued in its corporate name.
3. To appoint such officers and agents as business of the corporation may require and to define their duties and to fix their compensation.
4. To make By-laws for the government and regulation of its affairs.
5. To cease doing business and to dissolve and surrender its corporate franchise.

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ARTICLE II - Continued:

6. The corporation shall be authorized to exercise and enjoy all of the rights, powers, and privileges granted by an act of the General Assembly of the State of Indiana known as the Medical Professional Corporation Act of 1963 and approved March 14, 1963, to corporations organized thereunder and all the powers, rights and privileges conferred by acts amendatory of our supplementary to the said Act. The enumeration of powers, rights and privileges herein is not intended as exclusive of or as the waiver of any of the rights, powers and privileges granted or conferred by said Act now or hereafter in effect.

7. The corporation shall be authorized to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and shall have the power to own real or personal property necessary or appropriate for rendering professional medical services.

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Corporate Form No. 1 (Rev. 1967) - Part Two

STOP

ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is R. R #2 Box 337, Cedar Lake, Indiana

and the name and post-office address of its Resident Agent in charge of such office is Palmer Singleton, 5231 Holman Avenue, Hammond, Indiana 46320

ARTICLE V

Number of Shares

The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares consisting of one thousand (1,000) shares with the par value of \$1.00 per share, and shares without par value.

ARTICLE VI

Terms of Shares

The capital stock of the corporation is not to be divided into classes, kinds or series. Only one class, kind and series of capital stock is authorized to be issued; namely, one thousand (1,000) shares of common stock with a par value of \$1.00 per share. Such shares may be issued by the corporation for such consideration or considerations as may be fixed by the Board of Directors, but not less than \$0.00 per share, and such consideration or considerations may be paid, in whole or in part, in money, real property, personal property, tangible or intangible, or in labor actually performed for, or services actually rendered to the corporation.

When payment of the consideration for which a share was authorized to be issued shall have been received by the corporation, such share shall be deemed to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments.

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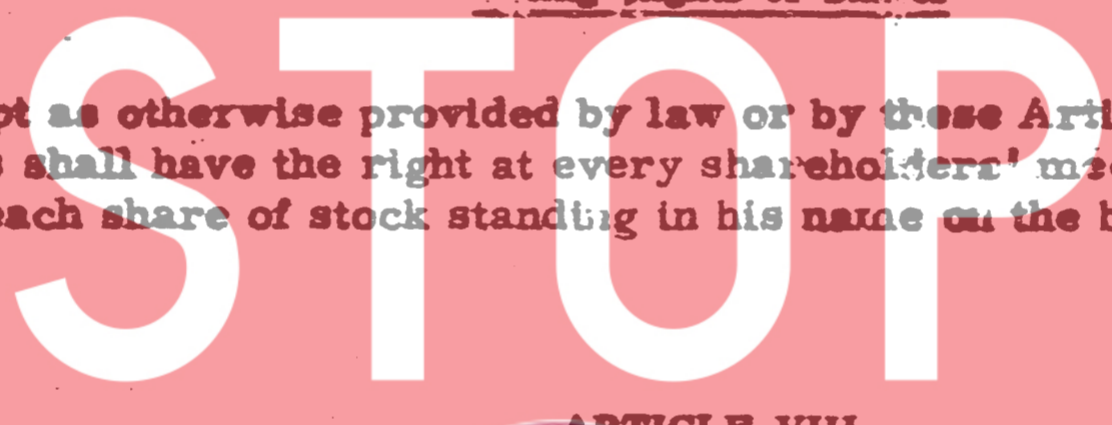
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Form No. 1 (Sept. 1967)—Page Three

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Voting Rights of Shares

Except as otherwise provided by law or by these Articles, every shareholder shall have the right at every shareholders' meeting to cast (1) vote for each share of stock standing in his name on the books of the corporation.



ARTICLE VIII

Initial State Capital

The Corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.



ARTICLE IX

Directors

Section 1. Number. The initial board of directors shall be composed of 3 members. The number of directors may from time to time be fixed by the by-laws of the Corporation at any number, not less than three. In the absence of a by-law fixing the number of directors, the number shall be 3.

Section 2. Qualifications. Directors need not be shareholders of the Corporation. Each Director shall, at all times, be the holder of an unlimited license to practice medicine.

ARTICLE X

Initial Board of Directors

Names and Post-Office Addresses. The names and post-office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>	<u>Zip Code</u>
William A. Mesch	R.R. #2, Box 337	Cedar Lake,		Indiana	
Gray A. Babcock	R.R. #2, Box 337	Cedar Lake,		Indiana	
Paul W. Steward	R.P. #2, Box 337	Cedar Lake,		Indiana	

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ARTICLE XI

Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name(s) and post-office address(es) of the incorporator(s) of the Corporation is (are) as follows:

Name	Number and Street or Building	City	Zone	State	Zip Code
Gary A. Baberke	R.R. #2, Box 337	Cedar Lake,		Indiana	

Section 2. Age. All of such incorporators are of lawful age. The incorporators hold an unlimited license to practice medicine in the State of Indiana. The incorporators will be the initial shareholders.



ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

1. In addition to the powers and authorities hereinabove or by statute expressly conferred, the Board of Directors is hereby authorized to exercise all powers and to do all acts and things as may be exercised or done by a corporation organized and existing under the provisions of the "Medical Professional Corporation Act."
2. The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the "Medical Professional Corporation Act" or any other pertinent enactment of the General Assembly of the State of Indiana; and all rights and powers conferred hereby on stockholders, directors and/or officers are subject to this reserved power.
3. If this corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors are members or with any other corporation or association of which one or more of its directors are shareholders, directors or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this corporation, provided that such contract or transaction is entered into in good faith.
4. Each shareholder, director or officer of this corporation must, at all times, when he is such shareholder, director or officer, hold an unlimited license to practice medicine in the State of Indiana.

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ARTICLE XI - Continued

5. Any action required or permitted to be taken at any meeting of the Board of Directors, or a committee thereof, may be taken without a meeting, if prior thereto the written consent to such action is obtained for all directors or members.



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IN WITNESS WHEREOF, the undersigned, being the incorporator or all of the incorporators designated in Article XI, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 15th day of May, 1969.

GB *Gary A. Babcock*
(Written Signature)

Gary A. Babcock
(Printed Signature)



(Written Signature)

(Printed Signature)

(Written Signature)

(Printed Signature)

ILLINOIS
STATE OF ILLINOIS }
COUNTY OF COOK } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Illinois, certify that Gary A. Babcock

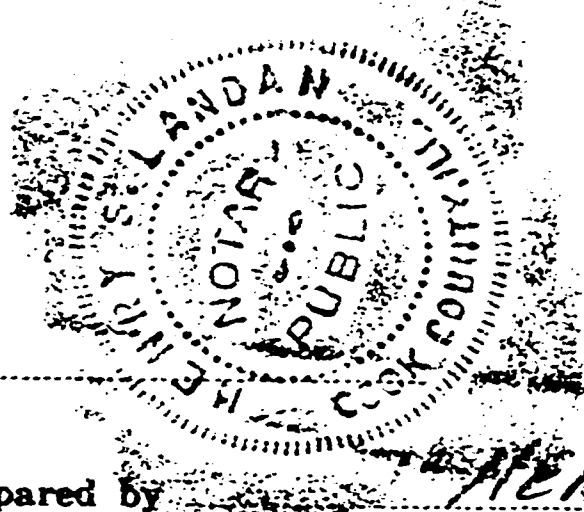
being of the incorporator(s), referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 15th day of May, 1969

Henry S. Landan
(Written Signature)

Henry S. Landan
(Printed Signature)

Notary Public:



My commission expires
January 5, 1973

This instrument was prepared by HENRY S. LANDAN